

**AGENDA  
CORPORATIONS COMMITTEE**

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**Marriott Hotel, Los Angeles Airport  
Friday, April 8, 2005  
9:30 a.m. to 12:30 p.m.**

**I. ADMINISTRATIVE MATTERS [5 min.]**

1. Opening remarks and announcements: Fotenos/McAllister
2. Approval of minutes: Barwick/Serepca

**II. AGENCY AND LIAISONS' REPORTS [30 min.]**

3. Securities and Exchange Commission: Tyson
4. NASD: Webber
5. Department of Corporations: LeBas/Oshima
6. Secretary of State: Bogart
7. Office of Governmental Affairs: Doyle
8. BLS Committee liaison reports
  - Corporate Law Departments: Sawyers
  - Cyberspace Law: Serepca
  - Financial Institutions: Sostrin
  - Non-Profit Corporations: Delfino
  - Partnerships and LLCs: Deming
  - UCC: Hong
  - Executive Committee: Bishop

**III. SUBCOMMITTEE REPORTS [30 min.]**

1. Legislation: Stokdyk
  - AB 241 (mergers; certificate of satisfaction)
  - AB 251 (California New Markets Venture Capital Program)
  - SB 119 (unanimous consent; interested directors)
  - SB 627 (usury; § 25118)
2. Communications/Website: Hsu
3. Education/Publications: Shugart/Weakley
  - Speaker selections for annual meeting topics:

- Recent Developments in California Corporate Law
- How to Organize a California Corporation

**IV. 2004-2005 AGENDA: STATUS [100 min.]**

1. Guide to Organizing a California Corporation: Shugart/Weakley
2. Opinions Report: Fotenos/Hazen
3. Corp. Code § 191 (transact intrastate business): Ruosch
4. Corp. Code § 600(b) (annual meetings): Delfino
5. Corp. Code §§ 114 & 1501 (mailing; annual report): Stokdyk
6. Uniform Securities Act amendments: Hiraide
7. Close Corporation Model Act adoption: Serepca
8. BLN article on 3(a)(10) hearings: Wood
9. Commentary annotations to National Venture Capital Association Model Forms: Skinner
10. SB 1306 Amendments: McAllister

**V. OTHER BUSINESS [15 min.]**

1. Report from BLS Retreat: Stokdyk
2. ABA Model Act revisions re Voting for Directors: Sawyers